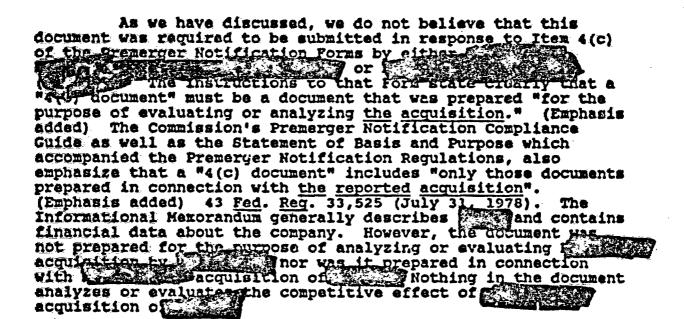


Washington, D.C. 20580 Re: Acquisition of

Dear Mr. Price:

This letter supplements our telephone conversations yesterday and today in which we responded to your inquiry concerning the Internative Concerning the In Notification Forms filed by both parties to this transaction.



You asked whether the parties would voluntarily submit the Informational Memorandum even if it was not required to be submitted in response to Item 4(c). In response to your request, we are enclosing copies of the Informational Memorandum for review by the Commission's staff and the Justice Department. This document is being submitted with the unformating that it is the position of both Market and that the document was not required to be submitted with the Premerger Notification Forms filed November 25, 1986 and that, absent a formal Request for Additional Information and Documents, the submission of the document at this time will have no effect on the Hart-Scott-Rodino Act waiting period currently scheduled to expire at 11:59 p.m. on December 26, 1986.

For tax purposes, the shareholders of are anxious to complete this transaction as soon as possible and in any event, by year's end. Therefore, we reaffirm both parties' request for early termination of the waiting period. We believe that early termination should be granted because the transaction is pro-competitive and in the public interest.

The only business in which both parties are engaged is the production and sale of the production and sale of the production and selling the producted by a significant number of firms throughout the country. Two firms, it will account for, by far, the largest share of both

the production and sales of rincipally calls to customers in the principally through the customers in the principally to customers

Particularly given the <u>de minimis</u> nature of any competition which may exist between the merging firms, we believe that early termination is clearly warranted. I would appreciate your delivering a copy of this letter and the Informational Memorandum to the Informational Memorandum to the Informational Memorandum to the Informational Memorandum to the Information of the I

Sincerely,

Enclosures

CC: Director of Operations (w/enclosure)
Antitrust Division
Department of Justice

In its Premerger Notification and Report Form,
sales of the are reported exclusively under SIC Codes
and the total sales of which were approximately
untilion in the most recent year. The revenues reported by
under SIC Code
sale of the production and
sale of the production and
include any sales of the production and the production and

Offering document 4(c)